

Law Offices of

CHAPMAN AND CUTLER

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080  
Telephone (312) 845-3000  
Facsimile (312) 701-2361  
chapman.com

Salt Lake City  
50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

September 26, 2001

RECORDATION NO. 23670 FILED

SEP 26 '01 10:41 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Financing  
BNSF 2001-D

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Equipment Lease Agreement (BNSF 2001-D), dated as of September 27, 2001, between Wells Fargo Bank Northwest, N.A., as lessor (the "Lessor"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee"), a primary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: The Burlington Northern and Santa Fe Railway Company  
2500 Lou Menk Drive  
Fort Worth, Texas 76131-2828

Lessor: Wells Fargo Bank Northwest, N.A.  
213 Court Street - Suite 902  
Middletown, Connecticut 06457  
Attention: Vice President-Corporate Trust Services

The equipment covered as of the date hereof by the aforesaid Memorandum of Equipment Lease Agreement consists of 38 Dash 9-44 CW Diesel Electric Locomotives bearing the reporting marks within the series BNSF 5270 through BNSF 5311, 150 5 Well Double Stack Cars bearing the reporting marks within the series BNSF 237400 through BNSF 237549, 50 50 Foot Boxcars bearing the reporting marks within the series BNSF 728400 through BNSF 728463 and 20 60 Foot Boxcars bearing the reporting marks within the series BNSF 760771 through BNSF 760805; all as specifically described in Exhibit A attached hereto.

1262178.01.05  
1535632

CHAPMAN AND CUTLER

A short summary of the document to appear in the index follows:

Memorandum of Equipment Lease Agreement (BNSF 2001-D) between Wells Fargo Bank Northwest, N.A., not in its individual capacity, but solely as Owner Trustee, as Lessor and The Burlington Northern and Santa Fe Railway Company, as Lessee.

A fee of twenty-eight dollars (\$28.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord  
Alvord and Alvord  
1600 K Street, N.W.  
Suite 200  
Washington, D.C. 20016-2973

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

KTW/lt  
Enclosures

**EXHIBIT A****UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	38	BNSF 5270 through BNSF 5305, inclusive, BNSF 5309 BNSF 5311
5 Well Double Stack Cars	150	BNSF 237400 through BNSF 237549, inclusive
50 Foot Boxcars	50	BNSF 728400 through BNSF 728401, inclusive, BNSF 728403, BNSF 728405, BNSF 728407 through BNSF 728426, inclusive, BNSF 728428 through BNSF 728441, inclusive, BNSF 728443 through BNSF 728448, inclusive, BNSF 728458 through BNSF 728463, inclusive
60 Foot Boxcars	20	BNSF 760771, BNSF 760778 through BNSF 760779, inclusive, BNSF 760784 through BNSF 760786, inclusive, BNSF 760788 through BNSF 760790, inclusive, BNSF 760792 through BNSF 760794, inclusive, BNSF 760797 through BNSF 760799, inclusive, BNSF 760801 through BNSF 760805, inclusive

**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT  
(BNSF 2001-D)**

Memorandum of Equipment Lease Agreement, made and entered into as of September 27, 2001, by and between Wells Fargo Bank Northwest, N.A., as Owner Trustee, a national banking association, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

**WITNESSETH:**

The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2001-D), dated as of September 1, 2001 (the "*Lease Agreement*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

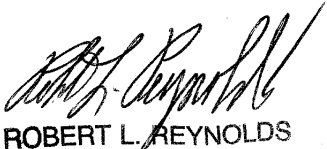
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WELLS FARGO BANK NORTHWEST, N.A., not in  
its individual capacity, but solely as Owner  
Trustee

RECORDATION NO. 23670 FILED

SEP 26 '01 10-4 AM

SURFACE TRANSPORTATION BOARD

By   
Name: ROBERT L. REYNOLDS  
Title: VICE PRESIDENT

Executed on this 20<sup>th</sup> day of September, 2001.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By  
Name: L. Steven Vollmer  
Title: General Director-Finance

Executed on this \_\_\_\_ day of September, 2001.

**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT  
(BNSF 2001-D)**

Memorandum of Equipment Lease Agreement, made and entered into as of September 27, 2001, by and between Wells Fargo Bank Northwest, N.A., as Owner Trustee, a national banking association, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

**WITNESSETH:**

The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2001-D), dated as of September 1, 2001 (the "*Lease Agreement*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WELLS FARGO BANK NORTHWEST, N.A., not in  
its individual capacity, but solely as Owner  
Trustee

By  
Name:  
Title:

Executed on this \_\_\_\_ day of September, 2001.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By   
Name: L. Steven Vollmer  
Title: General Director-Finance

Executed on this 20<sup>th</sup> day of September, 2001.

STATE OF Connecticut )  
 )  
COUNTY OF Middlebury ) SS.: Middlebury

On this, the 20th day of September, 2001, before me, a Notary Public in and for said County and State, personally appeared Robert L. Reynolds, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on September 20, 2001 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Linda Bettencourt Teti  
Name: \_\_\_\_\_  
Notary Public **LINDA BETTENCOURT TETI**  
My Commission Expires: **NOTARY PUBLIC**  
Residing in \_\_\_\_\_ MY COMMISSION EXPIRES DEC. 31, 2003

STATE OF TEXAS )  
 )  
COUNTY OF TARRANT ) SS:

On this \_\_\_\_ day of September, 2001, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed and sealed on September \_\_\_, 2001, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public -  
My Commission Expires:  
Residing in

(SEAL)

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of September, 2001, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on September \_\_\_, 2001 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

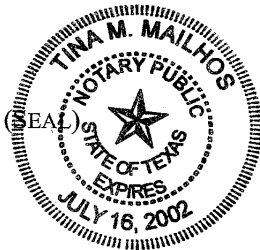
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF TEXAS )  
 ) SS:  
COUNTY OF TARRANT )

On this 20<sup>th</sup> day of September, 2001, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed and sealed on September 20<sup>th</sup>, 2001, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Tina M. Mailhos  
Name: Tina M. Mailhos  
Notary Public - State of Texas  
My Commission Expires: 7-16-02  
Residing in Fort Worth, TX

**EXHIBIT A****UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	38	BNSF 5270 through BNSF 5305, inclusive, BNSF 5309 BNSF 5311
5 Well Double Stack Cars	150	BNSF 237400 through BNSF 237549, inclusive
50 Foot Boxcars	50	BNSF 728400 through BNSF 728401, inclusive, BNSF 728403, BNSF 728405, BNSF 728407 through BNSF 728426, inclusive, BNSF 728428 through BNSF 728441, inclusive, BNSF 728443 through BNSF 728448, inclusive, BNSF 728458 through BNSF 728463, inclusive
60 Foot Boxcars	20	BNSF 760771, BNSF 760778 through BNSF 760779, inclusive, BNSF 760784 through BNSF 760786, inclusive, BNSF 760788 through BNSF 760790, inclusive, BNSF 760792 through BNSF 760794, inclusive, BNSF 760797 through BNSF 760799, inclusive, BNSF 760801 through BNSF 760805, inclusive